

**EXHIBIT DD TO
CISNEROS DECLARATION
REDACTED VERSION**

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

IN RE: HIGH-TECH EMPLOYEE)
ANTITRUST LITIGATION)
) No. 11-CV-2509-LHK
THIS DOCUMENT RELATES TO:)
ALL ACTIONS.)

VIDEO DEPOSITION OF FRANK WAGNER
HIGHLY CONFIDENTIAL - ATTORNEYS' EYES ONLY
March 7, 2013

Reported by: Anne Torreano, CSR No. 10520

1 Q. Okay. And so sitting here today in 2013, your
2 responsibility really is director of the comp team with
3 the duty for employee compensation programs.

4 Is that the current --

10:26:37 5 A. I think that --

6 Q. -- scope?

7 A. -- that would be an accurate representation,
8 yes.

9 Q. Okay. Starting in the 2007 time period when
10:26:54 10 you joined, in terms of your -- please describe what
11 you did in terms of running or having responsibility
12 for the employee compensation programs.

13 MR. RUBIN: Objection. Vague.

14 THE WITNESS: So I can continue to answer
10:27:11 15 that?

16 MS. DERMODY: Yeah.

17 THE WITNESS: Okay.

18 MR. RUBIN: Always, unless I tell you not to.

19 THE WITNESS: Okay. Good. Thank you. Thank
10:27:17 20 you.

21 So I can give you a brief summary. So it
22 would include running our regular compensation
23 programs. So we have a -- an annual merit cycle and a
24 bonus-planning cycle, an equity refresh or annual grant
10:27:37 25 cycle. It included any competitive analysis that the

1 team did. So what we call benchmarking in the
2 compensation field.

3 It call -- it also included the approval of
4 all offers that were to external candidates. At the
10:28:02 5 time it also included running our quarterly performance
6 management program in that -- in terms of opening up a
7 tool into which performance ratings were placed and
8 then summarizing and doing analysis that resulted.

9 It would include running our sales
10:28:20 10 compensation design efforts. So the sales bonus
11 program that applies to folks on our quarterly sales
12 plan.

13 And it would -- it included at the time the
14 preparation of materials for our leadership development
10:28:40 15 and compensation committee, which we refer to as --
16 "LDCC" is the acronym, and producing those materials
17 and participating or sitting in the meetings as it was
18 presented to the committee.

19 BY MS. DERMODY:

10:28:56 20 Q. Anything else?

21 A. It would have included things related to
22 compensation policies, for example, like, for example,
23 how is compensation treated when somebody transfers
24 from Country A to Country B or Job A to Job B.

10:29:17 25 There were -- there's a -- there are probably

1 a variety of things on a day-to-day basis that would
2 come up that I'm probably not remembering off the top
3 of my head, but there's a variety of things that relate
4 to that.

10:29:34 5 Q. Okay. In terms of the major responsibilities,
6 does that pretty much cover it?

7 A. To the best of my recollection, yes.

8 Q. Okay. And have those responsibilities changed
9 since that time, or are you covering the same ground
10:29:51 10 that you just described?

11 A. With the exception of running the performance
12 management process and running the executive
13 compensation activities, pretty much the same. And
14 then since that time, since I started, we have a
10:30:11 15 process set up in place for counteroffers, and that
16 would be included in my current remit.

17 Q. And if you could place in time a day when the
18 counteroffer initiative was added to your scope of
19 duties or responsibility, when would that be?

10:30:33 20 A. Well, I think that it was arguably -- I don't
21 recall the first specific time of a counteroffer that
22 came up and then -- but it was probably sometime during
23 2007.

24 And then at some time thereafter, and I can't
10:30:50 25 recall the specific date, it might have been in 2007,

1 it could have been early 2008, we actually set up a
2 regular process so -- in order to ensure that we were
3 doing things in a rapid fashion.

4 Q. Let me ask you about a couple of these areas
10:31:11 5 that you just described to make sure I understand what
6 would be involved in them.

7 You mentioned having some responsibility over
8 equity refresh?

9 A. Yes.

10:31:19 10 Q. Did I get that correct?

11 A. Yes.

12 Q. What is that?

13 A. Equity refresh at Google is our annual
14 employee stock grant.

10:31:31 15 Q. And what was your responsibility with respect
16 to that?

17 A. Broadly it would be that my team developed the
18 guidelines that managers will use to make judgments, or
19 planners. Usually it was very senior managers and
10:31:56 20 executives that made those decisions. And then we
21 would run the process.

22 So going out to the planners, issuing them the
23 tool, doing the analysis when things came back, and
24 ensuring, once we got the final judgments of the
10:32:09 25 leaders who made decisions about equity grants, that

1 they were forwarded and granted.

2 So we ran the granting process or compiled the
3 list and analysis related to the granting process.

4 Q. Okay. And you mentioned the annual grant
10:32:26 5 cycle. Is that all part of the equity refresh?

6 A. We had -- yes.

7 Q. Okay. What was the competitive analysis that
8 you were doing?

9 A. Related to equity?

10:32:41 10 Q. Related to compensation.

11 A. So my team looks at -- did and continues to
12 look at jobs for Google. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED].

19 Q. And is that work connected to developing
10:33:33 20 salary bands for different positions?

21 MR. RUBIN: Objection. Lacks foundation.

22 THE WITNESS: That work is related to
23 developing our market targets, [REDACTED]

[REDACTED]

10:33:56 25 [REDACTED].

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BY MS. DERMODY:

8

Q.

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10:34:23 10

A. So you mean we have a job offer for a new

11

candidate or new external candidate?

12

Q. Sure. We'll start with that.

13

A. Generally what we would attempt to do is --

14

and you're speaking of salaries?

10:34:39 15

Q. Yes.

16

A. Right.

17

Well, it's important to recognize that we look

18

at it on a total compensation picture and not just on

19

salaries.

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Page: 28

1 [REDACTED]
[REDACTED]
[REDACTED]

4 [REDACTED]
[REDACTED]
[REDACTED]

7 [REDACTED]
[REDACTED]
[REDACTED]

10:36:40 10 Q. [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

14 MR. RUBIN: Objection. Vague.

10:36:59 15 THE WITNESS: [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

22 BY MS. DERMODY:

23 Q. And what is the approval process for that
24 position?

10:37:29 25 A. It goes from the compensation team and me up

10:37:51 10 Q. Okay. And was that the process in 2007 when
11 you started?

12 A. Yes.

13 May I clarify?

14 Q. Of course, yes.

10:38:06 15 A. So when I started in 2007, the final decider
16 was Shona Brown for, I believe, the first year, and
17 then the responsibility fell to Laszlo Bock
18 subsequently.

22 MR. RUBIN: Objection. Lacks foundation.

23 THE WITNESS: What do you mean by "most"?

24 BY MS. DERMODY:

10:38:31 25 Q. Is it more the exception than the rule that

1 employees are paid within their salary range?

2 MR. RUBIN: Same objection.

3

4

10:38:45 5 BY MS. DERMODY:

6 Q. You describe, as one of the various
7 responsibilities that you've had, offers to external
8 candidates.

9 Can you tell me what that involves?

10:39:06 10 A.

11

12

13

14 Q. And what is your role with respect to those
10:39:30 15 issues?

16 A. My -- well, may I clarify? My team per --
17 works with another group in People Operations which
18 does the basic offers, and things that are outside of
19 guideline of certain ranges get escalated to them.

10:39:53 20 They review, and things outside of their purview are
21 escalated to me.

22 Q. Which types of things would fall within
23 another group in People Operations and which things
24 would fall to you?

10:40:20 25 A. So the other group in People Operations is

1 part of what we called People Technology Operations at
2 the time. We now refer to it as Google People
3 Services. And they do the rote or standard offers.

4 [REDACTED]

[REDACTED] [REDACTED]
[REDACTED] [REDACTED]
[REDACTED] [REDACTED]
[REDACTED] [REDACTED]
[REDACTED] [REDACTED].

10:40:57 10 Q. Okay. And then what goes to you? All the
11 rest?

12 A. Oh, you mean to our team?

13 Q. Yes.

14 A. They -- they [REDACTED]

[REDACTED] [REDACTED]
[REDACTED] [REDACTED]
[REDACTED] [REDACTED]
[REDACTED] [REDACTED]
[REDACTED] [REDACTED]

10:41:26 20 Q. Okay. And just so I can be sure I'm
21 following, you used the term [REDACTED]

[REDACTED]
[REDACTED] [REDACTED]
[REDACTED] [REDACTED]
[REDACTED] [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] [REDACTED] [REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

7 Q. Going back to when you started in 2007, you
8 described also having some responsibility for the
9 materials that went to the LDCC.

10:44:03 10 What was that responsibility?

11 A. Each quarter we had a compensation committee
12 meeting, and there is a variety of updates or special
13 requests that we provided to the LDCC, and it was
14 preparing those materials.

10:44:22 15 Q. And has that quarterly meeting continued from
16 2007 to the present?

17 A. Correct.

18 Q. Okay. And the LDCC is a committee of the
19 board of directors?

10:44:43 20 A. It is.

21 Q. Okay. And do you recall, when you first
22 started, who was on the LDCC?

23 A. My recollection was that it was Paul Otellini
24 and Art Levinson.

10:45:02 25 Q. Were there standard data reports or metrics

1 that the LDCC requested from you? We'll go back to
2 sort of the 2007 era. If you recall.

3 A. You mean as part of the regular materials?

4 Q. Yes.

10:45:31 5 A. We had a standard set of reports that we
6 provided, yes.

7 Q. And what was -- I'm sorry.

8 A. I don't know if we -- they requested it
9 specifically or we provided them, but we continued
10:45:44 10 providing, from April onwards, when I joined, what --
11 similar to what had been provided before.

12 [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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10:51:59 25

Q. Okay. Did any of the special programs you recall reporting on to the LDCC involve recruiting or compensation for all employees?

A. For all employees?

Q. Yes.

A. No.

Q. Were any of the special programs programs involving certain large sets of employees?

A. No.

Q. Okay.

MR. RUBIN: Let me just go ahead at this point -- I usually wait for documents -- since we are

1 getting into confidential business discussions,
2 designate the transcript under the protective order as
3 highly confidential, attorneys' eyes only.

4 MS. DERMODY: Okay.

10:52:10 5 BY MS. DERMODY:

6 Q. In terms of the periodic reporting, what do
7 you recall being reported about the compensation
8 philosophy of the company?

9 MR. RUBIN: Objection. Vague.

10:52:26 10 THE WITNESS: Do you mean in 2007 or 2008
11 or ...

12 BY MS. DERMODY:

13 Q. Let's start with 2007, sure. And this is what
14 you had described as a periodic report to the LDCC.

10:52:36 15 A. Right.

16 So in 2007 we changed our compensation
17 philosophy to increase our market targeting for our
18 cash compensation.

19 Q. And what did that involve?

10:53:00 20 A. That involved moving our salary target from

21 [REDACTED]

22 [REDACTED]

23 [REDACTED]

24 Q. And was that for all employees at Google?

10:53:18 25 A. Yes.

1 Q. Did that compensation philosophy change in
2 2008?

3 A. No.

4 Q. Okay. How about in 2009?

10:53:30 5 A. No.

6 Q. Okay. In 2010?

7 A. It was decided in 2010 we would change the
8 compensation philosophy for implementation at the
9 beginning of 2011.

10:53:45 10 Q. And was that the initiative called "Big Bang"?

11 A. Big Bang was a result of that change in
12 compensation philosophy.

13 Q. Okay. And how would you characterize that
14 change?

10:54:00 [REDACTED]
[REDACTED]
[REDACTED]

18 Q. Okay. In terms of the periodic reporting to
19 the LDCC, was there anything else you recall about
10:54:21 20 compensation philosophy that was reported in that 2007
21 to 2010 time period other than what you've just
22 described?

23 A. For the broad-based employee population?

24 Q. Yes.

10:54:34 25 A. Those are the major -- in terms of major

1 compensation philosophy or targeting, pay targeting,
2 no, that would cover it.

3 Q. Okay. Were there changes in the compensation
4 philosophy that were reported out to the LDC [sic]

10:54:54 5 involving certain groups of employees in 2007?

6 A. Separate from --

7 Q. All employees.

8 A. -- the employee population?

9 Q. Yes.

10:55:05 10 A. Or separate from special projects?

11 Q. Yes.

12 A. I don't believe so.

13 Q. Okay. Were there certain special projects
14 that were focused on groups of employees in the 2007
10:55:21 15 time period?

16 A. There may have been specific other types of
17 projects for single employees or small groups of
18 employees.

19 Q. Okay. Not large groups of employees?

10:55:42 20 A. Correct.

21 Q. And would that be true for 2008?

22 A. The same would apply.

23 Q. Okay. And how about 2009?

24 A. To the best of my recollection, yeah, the same
10:55:56 25 would apply.

1 came, and that person in that role varied during that
2 period.

3 Q. Who was the person when you started in '07?

4 A. David Rolefson, R-o-l-e-f-s-o-n.

11:02:02 5 Q. And who took over for Mr. Rolefson when he was
6 no longer in that position?

7 A. Eric Schaffer, I believe.

8 Q. Okay. And when did Mr. Schaffer take over
9 that role?

11:02:22 10 A. I believe it was at the end of 2007.

11 Q. Okay. And has Mr. Schaffer had that role ever
12 since, or has it been someone else?

13 A. Mr. Schaffer has had that role ever since.

14 Q. Okay. And then going all the way back to when
11:02:45 15 you testified that one of your areas of
16 responsibilities was compensation policy, can you
17 elaborate on what that involves?

18 A. I would say that compensation policy would be
19 things where there were special cases related to
11:03:05 20 compensation. For example, the treatment, as I
21 mentioned, of movement between jobs or locations, if
22 there was an on-call policy, a thing like a shift
23 premium policy.

24 Q. Anything else?

11:03:29 25 A. I think -- well, there are probably other

1 things I'm not recalling. Most of the other things,
2 you can call them policy, are just sort of assumed in
3 the base pay program, sales bonus design, equity
4 design, and the benchmarking process. All those things
11:04:01 5 had a policy-related activity, but as a separate -- as
6 a separate concept outside of our norm, that's probably
7 a fair statement, or those are things I'm remembering.

8 Q. Okay. Going to base pay, did your group have
9 responsibility for evaluating whether the salary ranges
11:04:27 10 were appropriate for the titles or job families in the
11 company?

12 MR. RUBIN: Objection. Vague.

13 THE WITNESS: Yeah, could you repeat the
14 question?

11:04:43 15 BY MS. DERMODY:

16 Q. Sure.

17 Let me go back to 2007. When you started in
18 2007, were there salary ranges then?

19 A. There was a notion of a salary range. There
11:05:03 20 were -- there was a -- the existing [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

11:05:32 25 [REDACTED]

(DEPOSITION EXHIBIT 1600 MARKED.)

1 BY MS. DERMODY:

2 Q. So the document that's been placed in front of
3 you was produced to us without a Bates number, we call
4 it Bates number, a number on the front, but on the
11:07:48 5 second page, you should see up at the top right corner
6 a number that says "395420."

7 Do you see that?

8 A. I see that.

9 Q. Great.

11:08:02 10 This document we've marked as Exhibit 1600 has
11 the title on the first page "Google 2004 Salary
12 Ranges." And by this title it seems clear you were not
13 at Google in 2004.

14 A. That's correct.

11:08:19 15 Q. But looking at the way this is laid out, does
16 this document appear to correspond to what you just
17 described was the system in 2007 for salary ranges?

18 A. Yes, it generally corresponds. I see that
19 this is [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] but otherwise it looks like, in general,

24 the same structure, although the numbers differ from

11:09:13 25 what they were when I joined in 2007.

1 Q. Great.

2 And when you joined in 2007, were you able to
3 observe on your computer or did you have passed out to
4 you a document that would have had the Google 2007
11:09:30 5 salary ranges of this structure on Exhibit 1600?

6 A. I -- it's -- yes, I would have -- I believe or
7 I strongly believe that I would have seen something
8 generally similar to this. Not in the same format,
9 because this is not what I recall. But something
11:09:50 10 similar to this.

11 Q. Okay. And again, just so I can understand
12 what the document means, if you can start with [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

1 A. [REDACTED]

2 [REDACTED] [REDACTED]?

3 A. I don't know, since we don't have that
4 nomenclature anymore.

11:11:02 5 Q. Okay. And then it looks like something in
6 Australia?

7 A. [REDACTED]

8 [REDACTED] [REDACTED] [REDACTED]

9 [REDACTED] [REDACTED]

11:11:09 10 A. Correct.

11 Q. Okay. And just looking again at this box on
12 the top left, it [REDACTED]"; is that
13 correct?

14 A. That is correct.

11:11:19 15 Q. [REDACTED]

16 [REDACTED]

17 [REDACTED] [REDACTED],

18 [REDACTED] eers.

19 Q. And then the grades go [REDACTED]; is
11:11:38 20 that correct?

21 A. Well, I would say the grades for the tech
22 salary structure go [REDACTED] [REDACTED]

23 [REDACTED] [REDACTED]. It really isn't part
24 of the tech structure.

11:11:53 25 Q. Okay. And what is your understanding of how

Page: 52

1 [REDACTED]
2 [REDACTED], or would
3 there have been something else you would be talking
4 about in the 2007 era?

11:18:00 5 A. [REDACTED]
6 [REDACTED]
7 [REDACTED]

8 Q. Okay. And can you describe for me what
9 changed?

11:18:19 10 A. What changed in terms of the salaries?

11 Q. Yes, the salary ranges.

12 MR. RUBIN: You're not asking about specific
13 numbers. You're just asking about the --

14 MS. DERMODY: Philosophy.

11:18:43 15 MR. RUBIN: -- concepts?

16 THE WITNESS: Oh, okay.

17 [REDACTED]

18 [REDACTED]

19 [REDACTED]

20 [REDACTED] [REDACTED]

21 [REDACTED] [REDACTED]

22 [REDACTED]

23 [REDACTED]

24 [REDACTED] [REDACTED]

25 [REDACTED] [REDACTED]

21 Q. And if you wanted to identify what the target
22 salary would be for a certain job within a certain
23 grade, could you go online or go to some place in your
24 office and pull up what that was for that job family
25 and that grade?

1 A. Could I do it?

2 Q. Yes.

3 A. Yes.

4 Q. And could you have done that since this change

11:21:08 5 in philosophy happened?

6 A. Since -- since we implemented the more
7 granular approach?

8 Q. Yes.

9 A. Yes.

11:21:14 10 Q. And where would you locate that information in
11 terms of your computer system or your files? Is there
12 a manual, or is it a certain database?

13 A. [REDACTED]

14 [REDACTED]

11:21:32 15 Q. [REDACTED]

16 A. Yes.

17 Q. [REDACTED]

18 [REDACTED]

19 [REDACTED]

20 [REDACTED]

21 [REDACTED]

22 A. [REDACTED]

23 [REDACTED]

24 Q. So if you were instructing another person who
11:22:20 25 wasn't familiar with how to locate that document and

24 video No. 2 in the deposition of Frank Wagner. The
11:39:36 25 time is 11:39 a.m. We're back on the record.

1 BY MS. DERMODY:

2 Q. Okay, Mr. Wagner. Going back to when you were
3 describing some of your areas of responsibility as a
4 director, you mentioned that at some point you added to
11:39:54 5 your regular responsibilities an initiative involving
6 counteroffers.

7 Do you recall that?

8 A. Yes.

9 Q. And can you describe what that was involving?

11:40:03 10

[REDACTED]

[REDACTED]

[REDACTED]

13 Q. Sure. Maybe I was confused. So you tell me
14 if I didn't get this correctly.

11:40:20 15

16 Initially you described a whole list of areas
17 of responsibility that were part of what you were
18 handling when you first started in 2007, and then there
19 was some changes over time, and one of the changes that
20 added a responsibility, I thought, was the counteroffer
11:40:39 21 area.

21 Was that a misunderstanding on my part?

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

■ [REDACTED] ■

■ [REDACTED]

■ [REDACTED]

■ [REDACTED]

■ [REDACTED] ■ [REDACTED]

6 Is that enough information for you?

7 Q. Yes.

8 A. I'm sorry. I'm sure that -- yeah. I'm sure
9 you'll -- well --

11:41:25 10 Q. Yes. I appreciate that. I'll probably
11 trouble you with follow-up questions when I'm confused.

12 A. Got it.

13 Q. But thank you.

14 A. Got it.

11:41:32 15 Q. And I do have some follow-up questions.

16 A. Okay.

■ [REDACTED] ■ [REDACTED]

■ [REDACTED]

■ [REDACTED]

■ [REDACTED] [REDACTED]

■ [REDACTED] ■ [REDACTED]

■ [REDACTED]

■ [REDACTED]

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[REDACTED] [REDACTED] [REDACTED] [REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

Page: 63

Page: 64

Page: 65

Page: 66

1 you started in the company?

2 A. For the compensation team?

3 Q. Yes.

4 A. We -- we have -- by various names, whether

11:58:03 5 it's the direct report or the managers in

6 compensation. We've called it different things over

7 time. But there are weekly meetings of the managers or

8 leaders in the compensation team, and there are monthly

9 to bimonthly all-hands meetings.

11:58:17 10 Q. And has that been since you started in 2007,

11 those two types of meetings for your team?

12 A. Yes.

13 Q. Okay. And is there a difference of attendees

14 in the weekly meetings versus the monthly or bimonthly

11:58:42 15 all-hands?

16 A. Right.

17 So the monthly all-hands would be everybody,

18 and the weekly meeting was generally managers. So that

19 population has varied from five to eight people on

11:58:55 20 average.

21 Q. And how about the monthly or bimonthly

22 all-hands meeting? How big is that group?

23 A. Well, when I joined it was about ten people,

24 and now it's about 42 or 43.

11:59:07 25 Q. Okay.

- **●** **●**
- **●**
- **●**
- **●**
- **●**

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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[REDACTED] [REDACTED]

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[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Page: 76

1 didn't know how it -- whether we'd be concerned or not.

2 Q. Okay. And did you then speak with Mr. Geshuri
3 about the list?

4 A. I can't recall if I spoke or whether it was an
12:05:24 5 e-mail conversation. But we had an interaction on the
6 list, yes.

7 Q. And at some point did you physically observe a
8 list of companies to not cold-call into?

9 A. I don't recall that. My recollection is that
12:05:38 10 Genentech was on the list and there were other
11 companies on the list.

12 Q. And you're not sure whether or not you
13 actually saw the list or just learned of it in some
14 other way?

12:05:52 15 A. I don't believe I saw a physical list. I
16 can't recall. Arnnon may have said -- met me in the
17 hallway, or maybe it was e-mail or something like that,
18 but I don't recall specifics.

19 Q. Mr. Wagner, placed in front of you is a
12:06:36 20 document that was previously marked at a deposition as
21 Plaintiff's Exhibit 1049. Do you see that number
22 stamped on the document?

23 A. Yes, I do.

24 Q. Okay. And you'll -- if you'll look on the
12:06:47 25 bottom left on that first page, you'll see a date that

1 says 3/7/2007.

2 Do you see that?

3 A. I do.

4 Q. Okay. And in looking at this document, do you
12:07:01 5 recognize having seen this at some point?

6 A. Yes.

7 Q. Okay. And when did you see this document?

8 A. Yesterday.

9 Q. Okay. And if you want to take a moment to
12:07:15 10 read through it, if you need to.

11 If you can tell me whether looking at this
12 confirms what your knowledge was in 2007 as to what
13 companies were on the list.

14 MR. RUBIN: Objection. Lacks foundation.

12:07:30 15 THE WITNESS: The only companies that I was
16 aware of or that I recall were Genentech, Intel and
17 perhaps Apple. I'm not certain of that.

18 BY MS. DERMODY:

19 Q. Okay. Did you ever become aware of Intuit
12:07:53 20 being on the list?

21 A. I think I became aware later. I think that
22 may be the case.

23 Q. Okay. Did anyone ever tell you why Genentech
24 was on the list?

12:08:14 25 A. No, they didn't tell me specifically. I only

1 assumed it was because of Art Levinson.

2 Q. Okay. And how about Intel? Did you ever have
3 an understanding of why Intel was on the list?

4 A. I think it's the same answer, in that I don't
12:08:29 5 think I ever asked specifically why Intel's on the
6 list, but since Paul Otellini was on our board, I
7 assumed it was because he was on the board.

8 Q. Okay. And how about Apple? Same question.
9 Did you ever have an understanding of why Apple was on
12:08:42 10 the list?

11 MR. RUBIN: Objection. Lacks foundation.

12 THE WITNESS: Yeah, I -- I -- same -- same
13 response. Although we didn't have -- I believe that
14 Eric Schmidt was on the Apple board at the time, but
12:08:59 15 I -- I assumed perhaps that was the reason, but I had
16 no basis to -- I just assumed that.

17 MS. DERMODY: Okay.

18 THE WITNESS: No one ever told me why these
19 companies were on the list.

12:09:06 20 BY MS. DERMODY:

21 Q. Okay. And same question with Intuit. Did you
22 ever have an understanding as to why Intuit became to
23 be on the list?

24 A. I think it's the same response. I don't think
12:09:16 25 anyone ever said overtly Intuit is on the list because

1 of X, but I assumed it was because Bill Campbell was an
2 advisor to Google.

3 Q. Okay. And did you have an understanding in
4 the 2007 period of what being on the list meant in
12:09:35 5 terms of what Google could or could not do?

6 A. My only understanding at the time was that we
7 wouldn't cold-call employees at those companies.

8 Q. And did you have an understanding at that time
9 as to whether those companies had a reciprocal
12:09:51 10 agreement with Google?

11 A. I had no idea of that.

12 Q. Okay. You didn't know one way or the other?

13 A. Correct.

14 Q. Okay. After the communication you had about
12:10:19 15 the potential Genentech hire and your follow-up with
16 Mr. Geshuri, did you speak with anyone else in the
17 company about the do-not-call policy?

18 A. I can't recall any specific conversations
19 about that.

12:10:39 20 Q. Okay.

21 A. I do believe that I recall there may have been
22 offers to other folks from either Intel or maybe Intuit
23 where there might have been correspondence as to
24 whether it was appropriate to extend the offer -- an
12:11:03 25 offer that we were planning to do.

1 Q. Okay. And when you said there was
2 correspondence, would that have been within your team
3 or someplace else in the company or external?

4 A. It would -- no, it would be internal to
12:11:18 5 Google.

6 Q. And would you have been involved in those
7 types of discussions?

8 A. What types of discussions?

9 Q. I'm sorry. Communications about an employee
12:11:27 10 at a company that was on the list.

11 A. Only to the degree that we were extending an
12 offer to a person from Company X and whether there --
13 whether it was handled in the appropriate way, or
14 whatever we deemed to be appropriate.

12:11:44 15 Q. Okay. And who would you reach out to to ask
16 that question?

17 A. I can't recall. Perhaps Laszlo. Perhaps
18 Arnnon.

19 Q. Okay. Do you recall approximately how many
12:12:06 20 times you might have had those communications about a
21 potential employee from a company on the list?

22 A. Best of my -- I would call it a handful,
23 perhaps five or less, but I can't -- I can't remember.
24 That was an approximation.

12:12:25 25 Q. Okay. Do you recall any details about any of

1 A. Short answer is this is similar to that.
2 Whether this is the same thing that Adrienne helped
3 develop or whether we developed this later, in either
4 case, it's something we used to train recruiters on our
02:22:20 5 compensation programs.

6 Q. Okay. So turning to page 36297, you should
7 have a caption at the top that says "Compensation
8 Components."

9 Do you see that?

02:22:52 10 A. I do.

11 Q. And what is this page reflecting?

12 A. Well, it looks like it's reflecting some
13 summary of details that follow in subsequent slides,
14 and it goes by category -- bless you. It goes by
02:23:13 15 category of compensation, the salary, and some features
16 or things we wanted providers to understand related to
17 our salary programs related to our bonus program, [REDACTED]

[REDACTED]

[REDACTED]

02:23:27 20 Q. Under "Base Salary" where it says
21 "Benchmarking," do you see that?

22 A. I do.

23 Q. Is the benchmarking what you testified to
24 earlier today, [REDACTED]

[REDACTED]

Page: 133

1 Q. Okay. Is this just explaining how a base
2 salary is set?

3 A. Correct.

4 Q. Okay. So they're explaining the base salary
02:24:53 5 as they understand it to the candidate?

6 A. Yeah, typically they would -- a candidate
7 would get an offer, [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

18 And so we wanted to give them the basics of --

19 each feature of the compensation program and have them

02:25:37 20 understand [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

02:25:54 25 cetera.

1 Q. Okay. Thank you.

2 If you could turn to page 36301, please. And
3 the caption at the top should be [REDACTED]."

4 Do you see that?

02:26:13 5 A. I do. I do see that.

6 Q. And the statement below that says, [REDACTED]

7 [REDACTED]

8 [REDACTED]

9 Do you see that?

02:26:26 10 A. Yes.

11 Q. And why is it your understanding Google tries
12 to be internally consistent?

13 A. [REDACTED]

14 [REDACTED] [REDACTED]

15 [REDACTED]

16 [REDACTED]

17 [REDACTED]

18 [REDACTED]

19 Q. And in what way are you trying to be
02:26:57 20 externally competitive?

21 A. Well, the overall magnitude or starting point
22 of our pay levels for salary [REDACTED]

23 [REDACTED]

24 [REDACTED]

02:27:17 25 For example, I think it might be helpful, if

Page: 136

02:29:56 25	THE VIDEOGRAPHER: This is the end of video
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1 No. 3. The time is 2:29 p.m. We're going off the
2 record.

3 (RECESS TAKEN.)

4 THE VIDEOGRAPHER: This is the beginning of
02:38:48 5 video No. 4 in the deposition of Frank Wagner. The
6 time is 2:38 p.m. We're back on the record.

7 BY MS. DERMODY:

8 Q. Mr. Wagner, the document we -- I've just been
9 talking about, Exhibit 1605 -- should be the top one.

02:39:04 10 A. Exhibit 1606?

11 Q. Exhibit 1606.

12 Can you please turn to page 36298.

13 A. Okay.

14 Q. And the top will say "Benchmarking Overview."

02:39:23 15 Do you see that?

16 A. I do.

17 Q. And four bullets down it says the [REDACTED]

18 [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED] [REDACTED]

[REDACTED] [REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED] [REDACTED]

[REDACTED] [REDACTED] [REDACTED]

[REDACTED] [REDACTED] [REDACTED]

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1 1606.

2 A. Yes.

3 Q. And when we first introduced the document, I
4 mistakenly referred to it as 1062. But as you look at
02:41:08 5 this document with the Bates number 379374, it's
6 Exhibit 1602; is that correct?

7 A. Yes, and I didn't -- I did not hear you say
8 "1062."

9 Q. Okay. You can feel free to correct me if you
02:41:21 10 do.

11 A. Okay.

12 Q. Thank you.

13 (DEPOSITION EXHIBIT 1607 MARKED.)

14 BY MS. DERMODY:

02:41:47 15 Q. The document we've marked as Exhibit 1607
16 should have the number 473938 on front.

17 Do you see that?

18 A. 473938, yes.

19 Q. 938.

02:42:06 20 Do you recognize this document?

21 A. I do not, but let me -- let me look through it
22 and see if it refreshes my memory in any way.

23 Okay. I have a general thought of what this
24 is.

02:43:07 25 Q. Okay. And what is that?

1 There are other companies, I think.

2 Q. Do you believe that the number of companies
3 beyond this is a small number, or is this a tiny
4 fraction of what's at the Deloitte quarterly meeting?

03:06:51 5 A. This is about half, I would say.

6 Q. Okay. And at that meeting, did the companies
7 share their individual comp planning predictions? Is
8 that how this was obtained?

9 A. I think it might have been sent separately to
03:07:11 10 Deloitte, but I can't recall.

11 Q. Okay. So you either got it through Deloitte
12 identified by company or you got it directly from the
13 other companies?

14 MR. RUBIN: Objection. Lacks foundation,
03:07:24 15 mischaracterizes prior testimony.

16 THE WITNESS: So say that question again.
17 BY MS. DERMODY:

18 Q. Sure.

19 Is it your testimony that you either received
03:07:33 20 the information contained on Exhibit 1611 from the
21 companies themselves, or through Deloitte, separated by
22 company?

23 MR. RUBIN: Same objection.

24 THE WITNESS: Yeah, it could be either. I
03:07:43 25 don't recall.

1 BY MS. DERMODY:

2 Q. Is it one of those two?

3 A. I believe so.

4 Q. Okay. And was there any other information

03:07:51 5 that you received about compensation on a company basis
6 from any of these companies in this time period?

7 MR. RUBIN: Objection. Vague.

8 THE WITNESS: In this time period?

9 Well, what we -- typically this is a forum at
03:08:10 10 which we discuss treatment of equity processes. For
11 example, do you use an internally developed system to
12 administer equity grants or you do an externally
13 developed system. Do you use performance-vesting or
14 time-vesting stock units? Do you vest your equity
03:08:34 15 grants over three years or four years? So if you have
16 a performance-based approach, do you use financial or
17 nonfinancial metrics?

18 So it's more process, typically, as opposed to
19 comp -- comp-specific details.

03:08:48 20 BY MS. DERMODY:

21 Q. When you did talk about comp, did you talk
22 about compensation of particular types of employees to
23 benchmark where you were relative to other companies?

24 A. You mean the pay levels of --

03:09:02 25 Q. Yes.

1 A. -- for specific jobs?

2 Q. Yes.

3 A. Never.

4 [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] [REDACTED] [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

24 Q. Did you talk about expectations around

03:10:08 25 bonuses?

3 BY MS. DERMODY:

4 Q. And this is a document from 2008. Did you
5 share information like this with these other companies
6 in subsequent years?

8 THE WITNESS: Yeah, I don't recall. I don't
9 believe so. [REDACTED]

23 Q. Okay. Did you receive from Deloitte a
24 selection of companies' compensation information of the
25 type listed here for any compensation measure, equity,

1 THE VIDEOGRAPHER: This is the end of video
2 No. 4. The time is 3:22 p.m. We're going off the
3 record.

4 (RECESS TAKEN.)

03:36:33 5 THE VIDEOGRAPHER: This is the beginning of
6 video No. 5 in the deposition of Frank Wagner. The
7 time is 3:36 p.m. We're back on the record.

8 (DEPOSITION EXHIBIT 1613 MARKED.)

9 BY MS. DERMODY:

03:36:47 10 Q. All right, Mr. Wagner, I'll pass you a
11 document that we marked as Exhibit 1613. This should
12 have the Bates number 473658.

13 Is that what you're looking at?

14 A. Yes.

03:37:05 15 Q. And do you recognize this document?

16 A. Yes. I vaguely remember the original, but I
17 recall the circumstances.

18 Q. Okay. And what is this?

19 A. This is a note to Linus Upson, who's one of
03:37:49 20 our senior engineering directors at the time, now a
21 vice president, and there is a group of engineers
22 who -- Alan Eustace and the senior executives --
23 engineering executives asked us to review our proposed
24 salary model for 2007.

03:38:08 25 Q. And you'll see there's a numbered list of

[illegible]

03:40:39 15

Q. Okay.

16

(DEPOSITION EXHIBIT 1614 MARKED.)

17

BY MS. DERMODY:

18

Q. The document I just passed you was marked as

19

Exhibit 1614, and it should have the number 473778.

03:41:09 20

Do you see that?

21

A. Yes.

22

Q. Do you recognize this document?

23

A. I don't recall this document, but I see that

24

I'm copied upon it.

03:41:35 25

Q. Who is Iveta Brigis?

1 A. Iveta Brigis is a People Operations employee
2 that used to be on the compensation team.

3 [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

1 Prasad's team to compile this and to report.

■ ■ [REDACTED]

■ [REDACTED]

■ ■ [REDACTED]

■ [REDACTED]

■ [REDACTED]

■ [REDACTED]

■ ■ [REDACTED]

■ [REDACTED]

■ [REDACTED]

■ [REDACTED]

■ ■ [REDACTED]

■ [REDACTED]

■ [REDACTED]

■ [REDACTED]

■ ■ [REDACTED]

■ [REDACTED]

■ ■ [REDACTED]

■ ■ [REDACTED]

■ [REDACTED]

■ [REDACTED]

■ [REDACTED] [REDACTED] [REDACTED]

■ [REDACTED] [REDACTED]

■ [REDACTED]

■ [REDACTED]

--	--

Page: 211

1 employees only or sales employees only or G&A employees
2 only?

3 MS. DERMODY: Correct.

4 THE WITNESS: And we -- you know, the
05:06:04 5 compensation team, Frank Wagner formed an opinion, but
6 it was still at the call of our executive team to do
7 whatever we did.

8 BY MS. DERMODY:

9 Q. And your compensation team supported the
05:06:14 10 ultimate decision to make that change for all
11 employees; is that correct?

12 A. Our opinion was that it would be a good thing
13 and that it would increase employee retention. That
14 was our -- that was our hypothesis.

05:06:39 15 (DEPOSITION EXHIBIT 1625 MARKED.)

16 BY MS. DERMODY:

17 Q. I'm going to pass you Exhibit 1625. That
18 should have the number at the bottom 506628.

19 Do you see that?

05:06:56 20 A. I do. Thanks.

21 Q. And do you recognize this document?

22 A. Yes.

23 Q. And what is this?

24 A. This is one of many discussions of documents
05:07:24 25 that we prepared for executive reviews, the OC review

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

9 Q. On the first page -- sorry, the second page of
05:08:05 10 the document, the first page of the proposal, as you
11 look across the line here, is this reflecting what was
12 ultimately adopted?

13 A. This proposal line right here, which is just
14 in the intro section?

05:08:20 15 Q. Yes.

16 A. So the flat 10 percent; [REDACTED]
[REDACTED].

18 There's a ghost writing here, so it's hard to
19 read these things.

05:08:38 20 [REDACTED]

[REDACTED]

[REDACTED].

23 [REDACTED]

[REDACTED]

[REDACTED].

Page: 215

(DEPOSITION EXHIBIT 1626 MARKED.)

1 BY MS. DERMODY:

2 Q. Passing you Exhibit 1626. This should have
3 the number 416438.

4 Do you see that on the bottom?

05:13:26 5 A. Yes.

6 Q. And do you recognize this document?

7 A. Yes.

8 Q. And what is this?

■ ■ [REDACTED]

■ [REDACTED]

■ [REDACTED]

■ [REDACTED]

■ ■ [REDACTED]

■ [REDACTED]

■ [REDACTED]

■ [REDACTED]

■ ■ [REDACTED]

■ [REDACTED]

■ [REDACTED] [REDACTED]

■ [REDACTED]

■ [REDACTED]

■ [REDACTED]

■ ■ [REDACTED]

■ [REDACTED]

■ [REDACTED]

1 the HR business partners on this new compensation?

2 A. Yes, I would have.

3 Q. [REDACTED]

4 [REDACTED]

5 [REDACTED]

6 Do you see that?

7 A. I do.

8 Q. And does this reflect the final decision about
9 salary that was adopted in the Big Bang initiative?

05:28:00 10 A. [REDACTED]

11 [REDACTED]

12 Q. And it says at the bottom of the same page,

13 "New base salaries will be effective January 1, 2011."

14 Do you see that?

05:28:15 15 A. Yes.

16 Q. And is that the date that this actually was
17 implemented?

18 A. That's the date salary changes were effected.

19 Q. And then on page 10 of this presentation, it
05:28:37 20 should say "Equity."

21 Do you see that?

22 A. Yes.

23 Q. Does this reflect what the change was to the
24 equity compensation part of total compensation?

05:28:49 25 A. The first two bullets are accurate. The

1 first -- the third bullet was not fully accurate.

2 Q. And how -- what was different from the third
3 bullet of what was finally adopted?

4 A. [REDACTED]

7 Q. Okay.

8 (DEPOSITION EXHIBIT 1629 MARKED.)

9 BY MS. DERMODY:

05:29:41 10 Q. I'm going to pass you Exhibit 1629. This
11 should have the number at the bottom 509662.

12 Do you see that?

13 A. Yes.

14 Q. And do you recognize this document?

05:30:04 15 A. Yes.

16 Q. And what is this?

17 A. This is a note from a member of my team
18 regarding the actual salary spend for Big Bang relative
19 to our preliminary estimates.

05:30:33 20 Q. And does this reflect that the ultimate cost
21 of this program was 615 million?

22 A. That's what is -- that's what it says here,
23 yes.

24 Q. Do you have reason to believe that it was
05:30:50 25 anything different than that?

1 A. I don't.

2 Q. Okay.

3 (DEPOSITION EXHIBIT 1630 MARKED.)

4 BY MS. DERMODY:

05:31:01 5 Q. I'm passing you Exhibit 1630. The document on
6 the front should say INTUIT 39083.

7 Do you see that?

8 A. It does.

9 Q. Okay. And the second e-mail on the first page
05:31:36 10 is from Mr. Setty to the L-team, and it copies you.

11 Do you see that?

12 A. I do.

13 Q. And that's from April 25th of 2011; is that
14 right?

05:31:45 15 A. Correct.

16 Q. Do you recognize this document?

17 A. Yes.

18 Q. Okay. And what is this?

19 A. This is a summary of compensation changes that
05:32:03 20 Microsoft made in 2011.

21 Q. And as indicated on this document, does it
22 reflect that Microsoft in part followed what Google was
23 doing in terms of Google's compensation at the start of
24 2011?

05:32:19 25 MR. RUBIN: Objection. Vague, lacks

REPORTER'S CERTIFICATE

I, Anne Torreano, Certified Shorthand Reporter licensed in the State of California, License No. 10520, hereby certify that the deponent was by me first duly sworn, and the foregoing testimony was reported by me and was thereafter transcribed with computer-aided transcription; that the foregoing is a full, complete, and true record of said proceedings.

I further certify that I am not of counsel or attorney for either or any of the parties in the foregoing proceeding and caption named or in any way interested in the outcome of the cause in said caption.

The dismantling, unsealing, or unbinding of the original transcript will render the reporter's certificates null and void.

In witness whereof, I have subscribed my name this 18th day of March, 2013.

☐ Reading and Signing was requested.

☐ Reading and Signing was waived.

☒ Reading and Signing was not requested.

ANNE M. TORREANO, CSR No. 10520